FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR

OMB APPRO	OVAL
Expires April 30, 20	35-0076 008
Estimated average burd hours per response:	den 16.00

SEC USE ONLY

Serial

1417361

Prefix

UNIFORM I	IMITED OFFERING EXEMPTION	DATE RECEIVED
Name of Officing (C) check if this is an amendment Vontobel: Non-US Equity LLC: Limited Liabi	lity Company Units	SEC Mail processing
Filing Under (Check box(es) that apply): R	ile 504 🔲 Rule 505 🗹 Rule 506	☐ Section 4(6) Section (ULOE
Type of Filing: D New Filing D Amendm		APR V GZUU8
	A. BASIC IDENTIFICATION DATA	YAK I D.
1. Enter the information requested about the issue		
	nt and name has changed, and indicate change.)	Washington, DO 101
Vontobel: Non-US Equity LLC	Land Street City State Zin Cod-1	Telephone Number (including Area Code)
One New York Plaza, New York, New York	mber and Street, City, State Zip Code) 10004	(212) 902-1000
Address of Principal Business Operations (Note of different from Executive Offices)	lumber and Street, CitiPRO @ESSED	Telephone Number (Indiana)
Brief Description of Business	APR 2 4 2008	
To operate as a private investment fund.	THOMSON REUTER	S 08046587
Type of Business Organization ☐ corporation ☐ business trust	☐ limited partnership, already formed☐ limited partnership, to be formed	☑ other (please specify): Limited Liability Company
Actual or Estimated Date of Incorporation or Orga	Month Year anization: 0 5 0 7	☑ Actual □ Estimated
Jurisdiction of Incorporation or Organization:	(Enter two-letter U.S. Postal Service abbrevia State: CN for Canada; FN for other foreign just	
GENERAL INSTRUCTIONS Federal: Who Must File: All issuers making an offering of secu 77d(6). When To File: A notice must be filed no later than 15	days after the first sale of securities in the offering.	

due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collections of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (2-97)

A. BASIC IDENTIFICATION DATA									
2. Enter the information requested for the following:									
 Each promoter of the issuer, if the issuer has been organized within the past five years; 									
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; 									
* Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and									
Each general and managing partner of partnership issuers.									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)									
Goldman Sachs Asset Management, L.P. (the Issuer's Managing Member)									
Business or Residence Address (Number and Street, City, State, Zip Code)									
One New York Plaza, New York, New York 10004									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or Managing Partner									
Full Name (Last name first, if individual)									
Asali, Omar M.									
Business or Residence Address (Number and Street, City, State, Zip Code)									
One New York Plaza, New York, New York 10004									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or of the Issuer's Managing Member Managing Partner									
Full Name (Last name first, if individual)									
Barbetta, Jennifer									
Business or Residence Address (Number and Street, City, State, Zip Code)									
One New York Plaza, New York, New York 10004									
Check Box(es) that Apply:									
Full Name (Last name first, if individual)									
Gottlieb, Jason									
Business or Residence Address (Number and Street, City, State, Zip Code)									
One New York Plaza, New York, New York 10004									
Check Box(cs) that Apply: Promoter Beneficial Owner Executive Officer* Director General and/or * of the Issuer's Managing Member Managing Partner									
Full Name (Last name first, if individual)									
Ort, Peter									
Business or Residence Address (Number and Street, City, State, Zip Code)									
One New York Plaza, New York, New York 10004									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer* Director Managing Partner									
Full Name (Last name first, if individual)									
Ross, Hugh M.									
Business or Residence Address (Number and Street, City, State, Zip Code)									
One New York Plaza, New York, New York 10004									
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner									
Full Name (Last name first, if individual)									
Business or Residence Address (Number and Street, City, State, Zip Code)									

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?					B. INF	UKMAT.	ION VRO	UTUFFE	KUNG			·	
Answer also in Appendix, Column 2, if fining under ULOE 2. What is the minimum investment that will be secepted from any individual? 3. Does the offering permit joint ownership of a single unit? 3. Does the offering permit joint ownership of a single unit? 4. Enter the information respected for each person who has been or will be paid or given, directly or indirectly, any commission or similar renumeration for solicitation of purchagers in connection with sales of securities in the offering fit a person to be isself as insociated person or agent of a broker or dealer, you may set from the information for that broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set from the information for that broker or dealer registered with the SEC androw with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual) Coldman, Sachs & Co.* **Although the securities will be sold through Goldman, Sachs & Co., no commissions will be paid, directly or indirectly, for soliciting any purchaser in any jursidiction. Business or Residence Address (Number and Street, City, State, Zip Code) **Street Street, New York, New York 18004* Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or intends to Solicit Purchasers (Check *All States* Or check individual States). [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [MT] [NE] [NY] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [PR] Business or Residence Address (Number and Street, City, State, Zip Code) **Name of Associated Broker or Dealer** States in Which Person Listed Has Solicited or Intends to Solicit Purchasers [AL] [AK] [AZ] [AR] [CA] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [ID] [ID] [ID] [ID] [ID] [ID] [I	٠												
The Issuer's Manager may in its sole discretion accept subscription amounts in whatever amount if determines is receptable. **The Issuer's Manager may in its sole discretion accept subscription amounts in whatever amount if determines is receptable. **Description of the important or requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remnarcantion for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a horber or dealer registered with the SEC and/or with a state or state, list and many of the name of the before or dealer. The order than five (5) persons to be listed are associated persons of such as broker or dealer registered with the SEC and/or with a state or state, list amount first, if individual) **Coldman, Sachs & Co.* **Although the securities will be sold through Goldman, Sachs & Co., no commissions will be paid, directly or indirectly, for soliciting any purchaser in any jurisdiction. **Business or Residence Address (Number and Street, City, State, Zip Code) **SE Broad Street, New York, New York 18804* **Name of Associated Broker or Dealer* **States in Which Person Listed Has Solicited or Intends to Solicit Perchasers* [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [ID] [IN] [IN] [IN] [IN] [IN] [IN] [IN] [IN									U	Œ			
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4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or samifar remuneration for solicitation of purchasers in connection with sales of securities in the offering if a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, its the name of the broker or dealer. There were no states in the name of the broker or dealer registered with the SEC and/or with a state or states, its the name of the broker or dealer. The more than three (3) persona to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. **Coldman, Sachs & Co.*** **Although the securities will be sold through Goldman, Sachs & Co., no commissions will be paid, directly or Indirectly, for soliciting any purchasers in any jurisdiction. **Business or Residence Address (Number and Street, City, State, Zip Code)** **Sates in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check **All States* or check individual States). (AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [ID] [IM] [IN] [IN] [IN] [IN] [IN] [IN] [IN] [IN			er may in i	ts sole disci	retion accep	pt subscrip	tion amoun	ts in whate	ver amoun	t it determi	nes is	Yes	No
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[Mil] [Ma] [Mil] [•	_	-		-		- "
	•	-								•			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	\$_	0	\$	0
	Equity	s _	0	S	0
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	\$_	0	S	0
	Partnership Interests		0	S.	0
	Other (Specify): Limited Liability Company Units	\$_	803,027,191	\$	803,027,191
	Total		803,027,191	\$	803,027,191
	Answer also in Appendix, Column 3, if filing under ULOE.	_			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				Aggregate
			Number Investors		Dollar Amount of Purchases
	Accredited Investors	_	471	\$	803,027,191
	Non-accredited Investors	_	0	\$	0
	Total (for filings under Rule 504 only)	_	N/A	. .	N/A
	Answer also in Appendix, Column 4, if filing under ULOE.				
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		Type of		Dollar Amount
	Type of offering		Security		Sold
	Rule 505	_	N/A	5	N/A
	Regulation A		N/A	S	N/A
	Rule 504	_	N/A	\$	N/A
	Total		N/A	\$	N/A
t	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of a expenditure is not known, furnish an estimate and check the box to the left of the estimate.	-		•	
	Transfer Agent's Fees			\$	0
	Printing and Engraving Costs			\$	0
	Legal Fees		Ø	\$	133,527
	Accounting Fees		0	\$	0
	Engineering Fees		0	\$	0
	Sales Commissions (specify finders' fees separately)		0	\$	0
	Other Expenses (identify)			S	0
	Total		8	S	133,527

<u>-</u>	C. OFFERING PRICE, NUMBE	ER OF INVESTORS, EXP	ENS	ES /	AND USE OF P	ROCE	<u>EDS</u>	
	 b. Enter the difference between the aggregate offering price given in response to Part C Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." 							802,893,664
Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b. above.								
					Payments to Officers, Directors, & Affiliates			Payments To Others
	Salaries and Fees		o	\$_	0		\$_	0
	Purchase of real estate			\$_	0	0	s _	0
	Purchase, rental or leasing and installation of machin	nery and equipment		\$_	0		\$_	0
	Construction or leasing of plant buildings and facilit	ties		s _	0		s _	0
	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)			s	0	•	\$	0
	Repayment of indebtedness			s	0		s	0
	Working capital			_	0		s	0
Other (Specify): Limited Liability Company Units				_	0	- 21	s	802,893,664
				_	0	- 121	s	
	Colonia (Colonia)		_	*-	<u> </u>	• -	`-	
	Total Payments Listed (column totals added)		• • • • • • • • • • • • • • • • • • • •		S 2	802,89	93,66	4
		D. FEDERAL SIGNATUR	Œ					
fo	he issuer has duly caused this notice to be signed be blowing signature constitutes an undertaking by the if its staff, the information furnished by the issuer to an	issuer to furnish to the U.S. Se	curití	es an	d Exchange Comn	nission,	ирол	er Rule 505, the written request
	uer (Print or Type) ntobel: Non-US Equity LLC	Caretare			Date Apríl <u>17</u> , 2008			
	ame of Signer (Print or Type) Title of Signer (Print or Type) Assistant Secretary of the Issuer's Managing Member							
_								

END

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001).